



**FOLEY
HOAG** LLP

NSD/CES/REGISTRATION
UNIT

2013 JUL 10 AM 10:17

1717 K Street, NW
Washington, DC 20036

202 223 1200 *main*
202 785 6687 *fax*

Gare Smith
202 261 7370 *direct*
gsmith@foleyhoag.com

May 17, 2013

The Foreign Secretary
The Ministry of Foreign Affairs
The People's Republic of Bangladesh

Re: Retainer Agreement

To the Foreign Secretary:

I am deeply honored that the Government of the People's Republic of Bangladesh (the "Government of Bangladesh" or the "Government") wishes to retain Foley Hoag, LLP ("Foley Hoag") to provide professional federal affairs services to promote trade, respect for worker rights, and the reputation of the Government of Bangladesh in Washington.

The rules governing our professional conduct mandate a clear and full understanding of the nature of our services, as well as our practices concerning charges for services and disbursements. The purpose of this letter is to describe those services and practices and the work that we will undertake.

The purpose of our representation will be to help the Government of Bangladesh achieve both short and long-term objectives. In the short-term, we will seek to ensure that the country remains eligible for participation in the Generalized System of Preferences ("GSP") program that is administered by the Office of the U.S. Trade Representative ("USTR"). In the long-term, we will seek to demonstrate to key stakeholders that the Government of Bangladesh is proactively addressing concerns regarding labor rights and working conditions in its garment sector and to secure duty-free and quota-free access by the United States. To achieve these objectives, we will help the Government provide credible demonstrations that its actions and intentions are both pro-business and pro-labor. These efforts are described more specifically below.

I. SHORT TERM SERVICES

a. *Stakeholder Engagement Regarding GSP Eligibility*

This is a critical time for Bangladesh in terms of the country's eligibility for beneficial trade preferences in the United States. Since 2007, Bangladesh has been the subject of a petition filed with USTR by the AFL-CIO, the largest federation of trade unions in the United States, seeking to remove Bangladesh from the list of eligible beneficiary

developing countries under the GSP program. The USTR is expected to release its determination with regard to Bangladesh's eligibility in June 2013.

In the remaining 2-6 weeks before the expected determination, we will help Bangladesh ensure that it has made all potential arguments regarding the basis for its continued eligibility, and where appropriate seek proactive support from, the following key stakeholders:

- The USTR;
- Key Congressional leaders, including influential Members on:
 - The Senate Foreign Relations Committee ("SFRC");
 - The House Foreign Affairs Committee ("HFAC");
 - Members of the Congressional Bangladesh Caucus;
 - Members of the Congressional Human Rights Caucus;
- The Bureau of International Labor Affairs ("ILAB") at the U.S. Department of Labor;
- The Bureau of Democracy, Human Rights and Labor ("DRL") at the U.S. Department of State;
- The Bureau of Economic and Business Affairs ("EB") at the U.S. Department of State;
- The Bureau of East Asian and Pacific Affairs at the U.S. Department of State; and
- Key business organizations, such as the Retail Industry Leaders Association and the American Apparel & Footwear Association.

Specifically, we will help the Government of Bangladesh communicate with each of these key stakeholder groups regarding the Government's efforts with regard to labor rights, labor law reform, and employment initiatives as well as the manner in which these efforts dovetail with the Government's broader effort to promote democratic institutions, rule of law, and stability.

b. *Stakeholder Engagement Regarding Fire and Building Safety*

Following the tragic Rana Plaza factory collapse, many key stakeholders in Washington have expressed concern regarding the Government's commitment and capacity with regard to ensuring the safety of individuals working in Bangladeshi garment factories. In preparation for a longer-term stakeholder engagement strategy, we will work with the Government to identify and engage key government and non-governmental stakeholders to emphasize the Government's commitment and willingness to develop sustainable long-term solutions. We will seek to ensure that these stakeholders understand the Government's commitments under the *National Tripartite Plan of Action on Fire Safety for the Ready-Made Garment Sector in Bangladesh* as well as its perspectives on the *Accord on Fire and Building Safety in Bangladesh*, recently signed by many of the world's global apparel companies. These short-term engagements will help lay the groundwork for longer-term

communications on progress as well as requests for technical and financial assistance from the United States and international bodies.

In addition to the stakeholders identified above, we propose assisting the Government in establishing immediate channels for communication with:

- The Washington office of the International Labor Organization; and
- The one or two non-governmental organizations that are most influential with the Congress and the Obama Administration with respect to this issue, including Human Rights Watch.

II. LONG TERM SERVICES

In the long-term, we will help Bangladesh carry out a comprehensive stakeholder engagement strategy in Washington, as part of a broader effort to change negative perceptions regarding the Government's commitment to labor rights and its willingness to address significant challenges in terms of worker safety in the garment sector. Specifically, we will assist the Government in developing a comprehensive strategy based on the mapping of key stakeholders and the development of clear communications goals for each stakeholder group. At the outset, we propose that these goals include:

Changing Perceptions

- Ensuring that all progress made on labor rights and building safety reforms is promptly and accurately reported to the USTR, as well as to other key Executive Branch agencies, including ILAB, within the Department of Labor, and DRL, within the Department of State.
- Devising a strategy to develop and strengthen relationships with key organizations in the NGO community, including Human Rights Watch, the International Labor Rights Forum, Amnesty International, Human Rights First, the International Crisis Group, and other organizations that influence the Obama Administration, the Congress, and the public.

Seeking Technical and Financial Assistance

- Engaging Members of the House Committee on Appropriations and the Senate Committee on Appropriations to secure foreign assistance to enhance the Government's capacity to ensure worker safety.
- Engaging ILAB, within the Department of Labor, and DRL, within the Department of State, to secure greater technical assistance for the Government's efforts.

Accessing More Preferential Trade Benefits

- Engaging key Congressional leaders regarding the reform of the U.S. trade preference programs. Both the Senate and the House of Representatives are currently considering trade preference reform. The House Ways and Means Committee and the Senate Committee on Finance each held several hearings over the past year regarding the operation and potential reform of the GSP and we would seek to influence future such hearings in a manner favorable to Bangladesh's interests.
- Working collaboratively with key allies in Washington who can help advocate for Bangladesh's interests and build a proactive "Bangladesh Coalition." There are many interest groups, including major apparel buyers and lobbying interests such as the Retail Industry Leaders Association and the American Apparel & Footwear Association, that are calling on Congress to reform the GSP program to provide broader product coverage for Bangladesh and other developing countries. We will seek to harness the political strength of these natural allies in a manner that is most effective to helping the Government fulfill its objectives.

* * *

In exchange for our services, the Government of Bangladesh will pay Foley Hoag (1) \$10,000 per week between the initiation of work on the short-term GSP matter and when that matter is handed to President Obama for his final decision (a period anticipated to be between 2 and 5 weeks); and, subsequently, (2) \$30,000 per month for a period of one year for work on the long-term objectives identified above.

Specific expenses, such as long distance telephone charges, delivery and courier charges, photocopying, and any travel expenses entailed will be billed separately as expense items.

We will render bills for these professional services and expenses on a monthly basis. All bills are payable within thirty (30) days after being rendered. Payment should be made by check payable to Foley Hoag and sent to my attention, or by wire transfer directly to Foley Hoag's bank account:

Bank Name:	Citizens Bank
Bank Address:	1 Citizens Drive, Providence, Rhode Island, 02915
Bank ABA#:	[REDACTED]
Swift #:	[REDACTED]
Account #:	[REDACTED]
Beneficiary:	Foley Hoag LLP - Wire Receipt Account

The Foreign Secretary
Ministry of Foreign Affairs
May 17, 2013
Page 5

Any confidential information obtained from the Government of Bangladesh during the course of our work will be treated by Foley Hoag in accordance with the rules governing our professional conduct and will be covered by the attorney-client privilege.

You may terminate this relationship for any reason whatsoever upon 15 days written notice. In case of such termination, you will remain obligated for the payment of fees for services rendered and expenses incurred prior to termination.

If the foregoing terms are acceptable to you, kindly execute two copies of this Retainer Agreement in the space indicated below and return one copy to me.

It will be a privilege to have the opportunity to serve your Government with respect to this important matter, and my colleagues and I look forward to a mutually satisfying relationship.

Sincerely,



Gare A. Smith
Partner
Foley Hoag LLP

AGREED:



The Foreign Secretary
The Ministry of Foreign Affairs
The People's Republic of Bangladesh

Dated: MAY 17, 2013

NSD/CES/REGISTRATION
UNIT

2013 JUL 10 AM 10:17